

WELLS
FARGO

RECORDATION NO.

24420-755

MAY 05 '06

4:38 PM

SURFACE TRANSPORTATION BOARD

Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Thursday, May 04, 2006

Secretary
Surface Transportation Board
1925 K Street NW
Washington, DC 20423



To Whom It May Concern:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Assignment dated May 4, 2006 including the following parties and railroad equipment:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Assignor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Equipment: Twenty-two (22) Covered Hopper railcars bearing reporting marks
MWCX 460203-460224, Inclusive

Please record this Memorandum of Assignment Agreement as a secondary document
to STB Recordation # _____.

The filing fee of \$34.00 is being sent overnight via UPS to the Surface Transportation Board.

Summary: Memorandum of Assignment Agreement dated 5/4/2006 between Wells Fargo Equipment Finance, Inc. as Assignee and Midwest Railcar Corporation as Assignor, for 22 Covered Hopper railcars, MWCX 460203-460224, Inclusive.

Regards,

Patti H. DeYoung
Senior Contract Administrator
Wells Fargo Equipment Finance, Inc.
(612) 667-3695



Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investor's Building, Suite 700
Minneapolis, MN 55479-2049

RECORDATION NO.

24420-555

Memorandum of Assignment

MAY 05 '06

4-38 PM

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF
ASSIGNMENT AGREEMENT

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 4th day of May, 2006, by and between Midwest Railcar Corporation, an Illinois corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee")

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Schedule #2 made August 4, 2005 under that certain Full Service Master Lease Agreement dated August 4, 2005 between Assignor, as Lessor and Synsil Products, Inc. as Lessee for the Twenty Two (22) Covered Hopper railcars bearing the railroad reporting markings set forth on Schedule A hereto.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of May 4, 2006.

Wells Fargo Equipment Finance, Inc.

Midwest Railcar Corporation

By: [Signature]
Its: Senior Contract Administrator

By: [Signature]
Richard M. Murphy
President & CEO

STATE OF MINNESOTA
COUNTY OF HENNEPIN

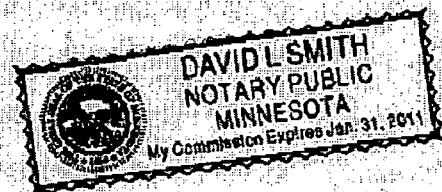
On this 4th day of May, 2006 before me personally appeared,
Patti H. DeYoung to me personally known, who being by me duly sworn, says that she is the
Sr Contract Admin of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed
on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and
deed of said corporation.

[Seal]


Notary PublicMy commission expires: 1-31-2009STATE OF MN
COUNTY OF Sherburne

On this 3 day of May, 2006 before me personally appeared, Richard M. Murphy to me personally
known, who being by me duly sworn, says that he is the President and CEO of Midwest Railcar Corporation, a(n) Illinois
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

[Seal]


Notary PublicMy commission expires: 1-31-11

Schedule A

Twenty Two (22) Covered Hopper Railcars bearing reporting marks MWCX 460203 – 460224, inclusive